THE PROMOTION NETWORK, INC.
(214) 692-1522

EXHIBIT A
PROJECT AGREEMENT

CHANGE NOTICE

TO:	Ms. Amy Erschen The Promotion Network, Inc. 9400 N. Central Expressway Suite 1500 Dallas, Texas 75231	**DATE:** **NO.:** **REVISION:**	6/2/94 348 001
FROM:	Ms. Gina Fawcett Philip Morris Incorporated 120 Park Avenue New York City, New York 10017	**JOB #:**	PMCMSF

PROJECT: CAMBRIDGE BROCHURE

Dear Amy:

This Project Agreement Change Notice is entered into pursuant to the Agreement dated as of the 2nd day of June, 1994 ("Agreement") by and between The Promotion Network, Inc. ("TPN") and Philip Morris Incorporated ("PM USA"). It sets forth the terms and conditions under which TPN will perform consulting, design, production and management services in connection with promotional programs beginning as of the date of the Project Agreement and continuing through the later of completion of the Project to the reasonable satisfaction of PM USA or August 31, 1994.

1. TPN will provide:
   - Photography
   - Computer Illustrations
   - Transparency Scans/Proofs

2. Budgeted Materials Costs. For costs incurred by TPN in connection with the Project, PM USA will pay TPN no more than $2,850.00. The actual amount to be paid by PM USA will be based actual costs and hours incurred against the Project.

3. Bugeted Expenses. PM USA will reimburse TPN for reasonable, competitively priced travel expenses incurred in connection with the Project.

4. TPN will deliver to PM USA itemized invoices for all amounts to be paid pursuant to this Project Agreement. PM USA will pay all undisputed amounts due within thirty days of receipt of the invoice. **Please add the total amount of $2,850.00 to our Purchase Order, #N_____.**

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5. TPN will complete the Project by August 31, 1994. This Project Agreement will last until completion of the Project to the reasonable satisfaction of PM USA. PM USA may terminate the Project Agreement upon 30 days' written notice at any time with or without cause. PM USA will pay TPN for all services rendered on the Project prior to termination within thirty days of PM USA's receipt of documents reflecting the number of hours spent and activities undertaken by TPN in order to perform its obligations under this Project Agreement and all receipts reflecting expenses incurred by TPN in connection with the Project Agreement.

6. The Project Agreement may be amended only by a Project Change Notice signed by both parties.

7. The Project Agreement is subject to the terms and conditions of the Agreement. In the event of conflict between the provisions, the terms of the Agreement will control.

If the foregoing accurately sets forth our Agreement, please signify your acceptance and agreement by signing the enclosed copy of the Project Agreement and returning it to the undersigned.

Very truly yours,

PHILIP MORRIS INCORPORATED

BY:_____

ACCEPTED AND AGREED AS OF THE
DATE OF THIS PROJECT AGREEMENT

THE PROMOTION NETWORK, INC.

BY:_____

TITLE:_____

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